

EXHIBIT B

BINGHAM McCUTCHEN

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January 9, 2006

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**Re: Cycle-Craft, Inc. v. Harley Davidson Motor Co., Inc.
U.S. District Court, C.A. No. 04-11402-NMG**

Dear Jim:

617.951.8000
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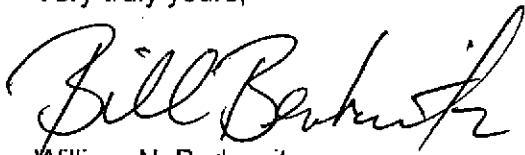
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Responding to your letter to Bill Benson, I do not believe Fed. R. Evid. 609 requires that we make our evidentiary proffer to you in advance of trial. For now, it should suffice to note that it is defendant's position that Mr. Buchbaum, acting as plaintiff's General Manager, attempted to defraud and did defraud Harley-Davidson through, among other things, the use of sham buyers and false reports of retail sales. His prior convictions for fraud and theft are relevant and their probative value outweighs any prejudice claimed by plaintiff - particularly given the plaintiff's hiring of Mr. Buchbaum with actual knowledge of his criminal record. We further note that the 1995 conviction, in particular, involved a scheme to use falsified records to conceal certain financial transactions - similar to his *modus operandi* on behalf of plaintiff in 2003.

We fully reserve the right to make a full proffer to the Court at the appropriate time in support of these criminal records and related evidence. We further reserve the right to offer such evidence for purposes other than merely attacking witness credibility as per Fed. R. Evid. 609.

Very truly yours,



William N. Berkowitz

cc: William F. Benson, Esq.